

**Westmill Solar Co-operative
Minutes of Board meeting**

1st November 2016 at 14:00 at Critchleys, Greyfriars Court, Paradise Square, Oxford.

Present:

Martin Allman (MA), Nina Alpey (NA), Richard Benwell (RB), Mark Luntley (ML), Tom Parkinson Chair (TP), Bob Pedley (BP), Philip Wolfe (PW)

In attendance: Sarah Flood (SF), Aude Duquesne (AD) – Ethex; Richard Thompson (RT) – OST; Howard Johns (HJ) – ENcome ; Als Parker (AP) – Westmill Solar Cooperative member

Actions and action owners are highlighted in green

Agenda Item	Discussion, decisions and actions	by
1. Update on ENcome	<p>In this transition period from Abakus to ENcome, HJ presented ENcome to the Board and the following was clarified:</p> <ul style="list-style-type: none"> • HJ to send presentation to SF • Westmill Solar Cooperative (WSC) is still contracting with Abakus Manchester and ENcome will take over at contract renewal • ENcome have signed the parent company guarantee but this needs formally dating; HJ to provide a signed copy to SF • Audited accounts from ENcome are still awaited; HJ to enquire with ENcome Financial Director in Austria; Ethex and OST to liaise with HJ on this point • Monitoring will be provided from Austria; HJ to send a live link to the monitoring system to SF • On the rabbit infestation issue: based on previous experience, ENcome proposed a rabbit-proof fence be installed prior to engaging ferreters • ENcome was asked if they also provide asset management services but they don't; they are however used to working with asset management service providers • ENcome could take on the management of inverters as standard; ENcome recommends that Westmill subscribe to a catastrophic failure insurance policy; HJ suggested to share terms offered elsewhere (SMA) and he can advise 	<p>Ethex</p> <p>Ethex</p> <p>Ethex</p> <p>Ethex</p>
2. OST report	<p>The rabbit infestation was discussed extensively:</p> <ul style="list-style-type: none"> • Recommendation to rabbit proof fence and remove rabbits • The Board also considered an option to put hard-core around the transformers cabinets • OST had provided one quote with ball park figures of £22,000 for hard-coring and £16,000 for rabbit-proof fencing • Need to speak to Adam Twine as rabbit-proofing may extend outside our leased area; SF to send lease to TP • Also liaise with Adam Twine re ferreting in due course • During the discussion on WSC potentially needing to put down hard-core at the site, AP (as a Director of Southill Community Energy) is aware of possible source of cheap/free hard core; transportation 	<p>TP/SF SF</p>

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	<p>needs to be arranged, which could be explored further with ENcome and Adam Twine; MA/Ethex to liaise with RT and AP</p> <ul style="list-style-type: none"> • Work could be implemented in 4-6 months <p>Other issues reported:</p> <ul style="list-style-type: none"> • Faulty security cameras and provider not being very proactive in spotting and fixing issues; to be discussed with ENcome and OST and WSC may need to consider changing provider <p>Board members raised the following questions, OST to provide answers:</p> <ul style="list-style-type: none"> • As to why the panels are cleaned at the end of the season rather than at the beginning • Are we monitoring the degradation? Is it on track? Or as expected? How does that fit in the forecast/budget? • Some discrepancies were noted between the OST report and the Ethex report; it was explained that the report was written prior to the last visit and much had happened since. <p>Other points of discussion</p> <ul style="list-style-type: none"> • It was reiterated that the Westmill Board agreed that OST could approve expenditure up to £2,500. A small number of solar panels were damaged in a storm and have been replaced. 	<p>MA/Ethex</p> <p>MA</p> <p>RT</p>
<p>3. Approval of minutes and matters arising</p>	<ul style="list-style-type: none"> • The minutes of the last meeting were approved. <p>Matters arising</p> <ul style="list-style-type: none"> • ML had decided not to invite Chair of WeSET to this Meeting in light of the nature of the Community Fund discussion • BP and TP to continue their review of governance with NA • Ethex – increase in rates now clarified and not as large as initially feared; 	<p>BP/TP/NA</p>
<p>4. Ethex Report</p>	<p>The following was discussed and reported</p> <ul style="list-style-type: none"> • Abakus 'bonus' premium for 2015/6 agreed; CHAPS to be signed • Ethex recommended re-balancing of savings accounts: proposed to decrease Coop to £800k and increase the other two to £600k; • Pension: waiting for advice from Critchleys as directors are not employees • Member engagement; high open rate as usual • Westmill is now a member of The Climate Coalition – the first co-operative to be so and recent meeting with Nick Hurd MP an immediate benefit of this membership • Lancaster research now published. They might undertake follow-up undergraduate study; NA to contact peers at Oxford University and Imperial College in the context of using/developing WSC as an educational and research resource • It was reported that WeSET would like to install a new sign at the entrance to the Westmill site explaining more about the two co-operatives. Board supportive. 	<p>Done Ethex</p> <p>NA</p> <p>RB</p>

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	<ul style="list-style-type: none"> The Board thanked Ethex for their work the last few months 	
5. Management accounts (up to Q1 2016)	It was noted that: <ul style="list-style-type: none"> There is a discrepancy between % above budget for FIT and electricity incomes; Ethex believe that this is due to accruals accounting and will investigate further The Abakus premium is overstated but improved method for calculating future accruals has now been identified The loan repayment was shown as £40k higher than for same period in 2015; Ethex to investigate 	SF SF
6. Financial Model / 2017 budget	<ul style="list-style-type: none"> The model is a work in progress (BP) together with Critchleys; BP, SF and PW to resolve a few outstanding questions pertaining to generation figures Ethex to update for rates and cost of rabbit clearance A discussion was started regards when it would be appropriate to review the auditors; no action required for the time being 	BP/ SF/ PW/ Critchley Ethex
7. Lancashire meeting	<ul style="list-style-type: none"> Lancashire; a new contact is in place - Jamie Griffin; addendum agreement awaiting to be signed off Meeting on 25th of November to discuss the "Letter of Amendment" The budget will be shared with Lancashire asap (due per contract 45 days before end of operation year ie-mid-November) 	TP/BP/SF TP/BP/SF SF
8. Members uncashed cheques	<ul style="list-style-type: none"> The Board is keen to ensure we get those funds to the members; it was suggested that each member who has yet to cash in the cheque(s) sent to them should receive a one-off statement summary by recorded delivery BP advised that company law restricts what WSC might be allowed to do with members' uncashed cheques 	SF to liaise with Registry Trust
9. Asset Management issues	It was decided that: <ul style="list-style-type: none"> OST should be able to provide 3 comparative quotes for each undertaking i.e. rabbit-proof fencing / hard-coring and maintenance of land around cabins; MA to request more quotes as well as more detailed assessment of the work actually required including H&S consideration The Board decided to start renewal of O&M contract discussion asap and aim to have at least identified a preferred supplier by the 2017 AGM <p>It was noted that it could be more cost effective for some of the asset management work to be done through the O&M partner rather than through an asset management service provider.</p> <p>On management of the inverters risks:</p> <ul style="list-style-type: none"> Although it might be possible to manage this as part of the O&M contract, the specialised SMA warranty option allowing costs to be fixed for a further 5, 10 or 15 years represented a lower risk approach 	MA MA

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	<ul style="list-style-type: none"> • It was agreed to proceed with signing up the extended warranty for 5 years with SMA, including the availability guarantee per the decision at the previous meeting • MA to circulate contract to the Board; SF to provide VAT number and address; SF to check with Co-op bank for option to pay in Euros <p>On H&S issues: the Board suggested a joint effort between Westmill Solar, Westmill Wind and WeSET to organise H&S; TP to approach Westmill Wind and WeSET</p>	<p>MA & SF</p> <p>TP</p>
<p>10. Community Fund next steps</p>	<p>ML presented a considerable amount of work and research with recommendations to the Board on the allocation of 2015 retained profits and future profits. The discussion based on a consultation with the members' working group; also looked at what other organisations do (in and out of the UK). ML reported that</p> <ul style="list-style-type: none"> • Almost all organisations put some funds into helping their local community through grants or funds • The proposal for 2015 did not include any allowance for investing in other community projects although there was considerable support for this concept generally and it could be included in future years <p>As a result of ML's research and recommendations, the Board</p> <ul style="list-style-type: none"> • Adopted ML's proposal for distributing the retained surplus from last year (2015) through <ul style="list-style-type: none"> ○ Paying additional 2p per share interest to members by Christmas 2016 in respect of the 2015 retained profits; Ethex to confirm with Registry Trust the cost of doing an extra members' interest payment ○ Donating further funds to WeSET, Community Energy England (CEE), and Low Carbon Hub (LCH) as outlined • Agreed in principle ML's proposal for future surplus distribution which envisages distribution of 85% of available surplus to members. The Board will continue to refine these proposals in preparation for the next AGM which could include supporting studentships • Agreed that a communication to members is prepared to give members opportunity to consider the proposal • Agreed on the need for clear reporting to members in future on how the funds are used and performing <p>It was also noted that</p> <ul style="list-style-type: none"> • Members had waived 2015 interest for a total amount of £3,842.40. As per the last board meeting, this is showing in the accounts as a creditor called 'Community Fund payable' • Community payments to date this year are: <ul style="list-style-type: none"> ○ £1,000 to Westmill Smart Grid CIC (Adam Twine waived his Directors fee and suggested that instead WSC could make a donation to this entity which WSC did) ○ £5,000 to Energy Local ○ £500 to Climate Coalition ○ £19,870 to WeSET (although this was accounted for in 2015) 	<p>Ethex</p> <p>ML NA</p> <p>ML/TP</p>

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	The Board thanked ML for the huge amount of work put into this proposal	
11. WSC website revamp	<ul style="list-style-type: none"> • The project is ongoing; nothing to report further at this point 	
12. AGM 2017 update	<ul style="list-style-type: none"> • The Board would like some high-impact guests to join the WSC 2017 AGM; • Enercoop was identified as an interesting organisation to invite; meet-and-greet evening could be organised the day before the AGM • The Board welcome other suggestions from all Board members • Swindon or Oxford could be the location of the 2017 AGM as we want somewhere with good transport links. 	All
13. AOB	<ul style="list-style-type: none"> • Bank mandates: the Board decided that any expenditure above £25,000 should require two signatories; paperwork was signed to that effect • A Board member noticed that Directors' electronic signatures were stored in Dropbox and suggested they be removed. 	Done
Next meetings	<ul style="list-style-type: none"> • Board Meeting – 24th January 2016 	